

MINUTES OF MEETING OF THE CORPORATIONS COMMITTEE

Friday, July 11, 2008

A regular meeting of the Corporations Committee (the "Committee") of the Business Law Section of the State Bar of California was held at the offices of Manatt, Phelps & Phillips, LLP in Los Angeles and San Francisco, California on Friday, July 11, 2008. Attendance was as follows:

MEMBERS PRESENT:

W. Derrick Britt
Richard Burt*
Christopher Delfino
Samuel C. Dibble
Sharon R. Flanagan
Bryan Gadol
Steven Harmon
Barbara Mathews
Charles Ortmeyer*
Anne Marie Peters*
Jennifer Sostrin
James J. Thompson

MEMBERS ABSENT:

Nelson Crandall
Edward A. Deibert
Bruce Deming
Michael I. Froch
Jeffrey Hartlin
David Hernand
Nina Hong
Mike Occhiolini
David Serepca
Rose Sorensen
Russ Wood

LIAISONS AND GUESTS PRESENT:

Steve Hazen, Executive Committee

*Via Telephone

The minutes summarize discussion primarily in the order items were listed on the Agenda for the meeting previously circulated to members of the Committee, which is not necessarily the order in which the items were actually taken up at the meeting. The Committee did not take up those topics listed on the Agenda that are not described in these minutes.

I. ADMINISTRATIVE MATTERS

1. Opening Remarks and announcements: The meeting was called to order by Co-Chairs B. Mathews and C. Delfino at 9:30 a.m. All members, liaisons and guests introduced themselves. Nominations for upcoming term Committee members have been submitted to the Executive Committee.

2. Approval of Minutes: Minutes of June meeting approved, subject to minor comments.

II. AGENCY AND LIAISON'S REPORTS

1. Securities and Exchange Commission: Ms. Pollack submitted written comments which will be posted on the Committee's website.

2. Department of Corporations: No report.

3. Secretary of State: No report.

4. Office of Governmental Affairs: No report.

5. BLS Committee Liaison Reports:

A. ADR: Mr. Harmon and Mr. Hazen reported. Merger discussions with litigation section ongoing.

B. Cyberspace Law: Mr. Thompson reported on recent meeting held this week and case covered which will be posted on the Committee's website.

C. Financial Institutions: No report.

D. Non-Profit Corporations: No report.

E. Partnerships and LLCs: Ms. Flanagan reported on meeting held mid-June. Among other matters, discussed three cases and noted that the committee discussed partnership guide during last meeting.

F. UCC: Mr. Ortmeier reported. He indicated that the committee published the hidden liens report.

G. Agribusiness: No report.

H. Insolvency: No report.

I. Executive Committee: Mr. Hazen reported and noted that Board of Governors approved officer slate for upcoming year. Business Law Section breakfast is scheduled to occur the morning of Committee meeting during the Annual Meeting. Mr. Delfino

also commented that the last meeting for the '07-'08 term will be on September 26 at the Annual Meeting.

III. SUBCOMMITTEE REPORTS

1. Legislation:

A. AB 2944 Amendment to Section 309: Mr. Britt reported on hearing before the Senate Judiciary Committee.

B. SB 1550 Climate Change Disclosure Standards: Bill further amended and passed by the Senate Appropriations Committee on July 9 (11 to 4). To third reading in Assembly. Latest amendment requires the Controller to consult with the State Air Resources Board on development of the Disclosure Standards.

D. Potential ALP re: Householding: Resubmitted on July 9 after Legislative Subcommittee feedback.

E. Corporation Regulation Clean-up Comment Letter: Submitted to Department of Corporations.

F. SB 294 Subcommittee Report:

G. Name Change Comment Letter:

H. Potential ALP re: 301.5 and 25219 ("Name Change"):

I. SB 1409: Unanimously passed by Senate and Assembly. Forwarded to Governor's office for signature. Letter requesting signature sent by OGA to Governor's office on July 8.

J. Proposed Rulemaking for Over the Counter Regs:

K. Legislation Update:

L. S.2450 – ABA request for letter of support to House Judiciary Committee members: Final letter sent to legislators on June 17.

M. S.2956: Ms. Flanagan reported.

O. Comments to Code Section 20 for NPO Committee: Ms. Flanagan reported. Subcommittee met on June 27. Proposal submitted to Committee. Revisions suggested.

P. People V. Cole: Mr. Ortmeyer reported. Recommended that subcommittee meet following the meeting to discuss further.

2. Communications/ Website: Mr. Ortmeier reported regarding proposed home page format and dividing up responsibility accordingly.

A. Website Subcommittee:

B. E-Bulletin Topics: In process.

(i) S.186 Comment Letter on Attorney-Client Privilege:

(ii) Business Entity Names:

(iii) Changes to Rule 144: Mr. Thompson to prepare.

(iv) Reg D Amendments:

(v) SB 1409:

(vi) SB 1550 and AB 2944 Comment Letters:

(vii) Other Ideas:

3. Education/ Publications: Mr. Dibble reported regarding topics for upcoming Annual Meeting.

A. Webinars:

(i) Comparison of Fiduciary Duties of For-Profit and Non-Profit Corporation Directors:

(ii) Other Webinars:

B. Annual Meeting Program Topic – Update on Corporate Law Developments:

C. Other Program Topics:

D. BLN Article (due 9/30/08):

4. Corporate Law Departments Report: No further report.

5. Litigation: No further report.

IV. ONGOING PROJECTS:

1. Business Entity Name Issues: Previously covered. Mr. Thompson indicated that he will prepare another short memo if additional feedback is provided.

2. Privilege Issues: Mr. Hazen reported. Delegation to subcommittee to coordinate with Office of Governmental Affairs approved.

A. ABA Task Force on Attorney-Client Privilege:

B. Proposed Change to FAS 5: Comments due August 8.

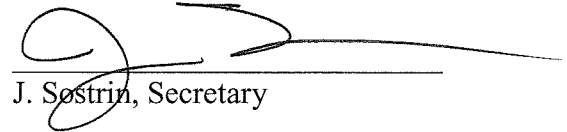
C. Progress on S. 186 and Rule 502:

D. Office of Rural Legal Assistance:

V. NEW BUSINESS:

1. SEC New Form D Electronic Filing Rules: Mr. Delfino reported. Recommendation that subcommittee be formed and e-bulletin be prepared on the topic. B. Gadol indicated that work may have already been done. Draft to be submitted to Committee members for further comment and discussion during August meeting.

Respectfully Submitted,



J. Sostrin, Secretary

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